Edgar Filing: ESTEE LAUDER COMPANIES INC - Form 4/A

ESTEE LAUDER COMPANIES INC

Form 4/A

September 10, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

10% Owner

Estimated average

See Instruction 1(b).

(Last)

Class A

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * PROUVE CEDRIC

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ESTEE LAUDER COMPANIES INC [EL]

(Check all applicable)

Group President, International

(Middle)

(Month/Day/Year) 09/04/2013

X_ Officer (give title Other (specify below)

THE ESTEE LAUDER **COMPANIES INC., 767 FIFTH AVENUE**

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Director

Filed(Month/Day/Year) 09/06/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10153

(City) (State) (Zip)

09/04/2013

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Indirect Securities Ownership Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

D

Code V Price Amount (D)

\$

 $F^{(1)}$ 20,257 D 67.31 142,184

(A)

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s) (Instr. 3 and 4)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 67.31 (3)	09/04/2013		A	47,228	<u>(4)</u>	09/04/2023	Class A Common Stock	47,228
Restricted Stock Units (Share Payout)	\$ 0 (5)	09/04/2013		A	16,835 (6)	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	16,835 (6)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PROUVE CEDRIC THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153

Group President, International

Signatures

Cedric Prouve, by Maureen Sladek, attorney-in fact 09/10/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the withholding of shares for tax purposes in connection with payout of Performance Share Units.
- (2) Reflects amended price of Class A Common Stock.
- (3) Reflects amended exercise price.
- (4) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 15,742 shares exercisable from and after January 1, 2015; 15,743 shares exercisable from and after January 1, 2016; and 15,743 shares exercisable from and after January 1, 2017.
- (5) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.

Reporting Owners 2

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- (6) Reflects amended number of RSUs awarded.
 - Assuming continued employment, the RSUs granted on September 4, 2013 will vest and be paid out as follows: 5,611 on October 31, 2014; 5,612 on November 2, 2015; and 5,612 on October 31, 2016. Assuming continued employment, the RSUs held by the Reporting
- (7) Person will vest and be paid out as follows: 20,529 on October 31, 2013; 17,411 on October 31, 2014; 10,702 on November 2, 2015; 13,312 on November 16, 2015; and 5,612 on October 31, 2016. Upon payout, shares will be withheld to cover minimum statutory tax obligations. RSUs are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.